

Exhibit 1-B

Enterprise Project Management Tools Implementation Services



Contract Work Authorization (CWA)

This Contract Work Authorization ("CWA") No. C9893 is issued under and pursuant to the Blanket Agreement or Master Service Agreement No. C73-V5 (MSA 4400011340) dated September 19, 2017 (the "MSA") between the below-named Contractor ("Contractor"), a Delaware Limited Liability Partnership, and Pacific Gas and Electric Company ("PG&E"), a California corporation with its headquarters located at 77 Beale Street, San Francisco, California 94105. Contractor shall perform all Work under this CWA pursuant to and in accordance with the terms and conditions of the MSA.

Contractor's Legal Name:	KPMG LLP DEPT 0922	Total Number of Pages: 45
Contractor's Address:	P.O. BOX 120001 DALLAS, TX 75312	

Project Name: EPM TOOLS 2018 - ICC, AUTH REAUTH

Job Location: SAN FRANCISCO, CA

WORK: Contractor shall, at its own risk and expense, perform the Work described in this Contract Work Authorization and furnish all labor, equipment, and materials necessary to complete the Work as summarized below and as more fully described in Attachment 1, Scope of Work.

The principal scope of the KPMG engagement entails:

1. The design of a solution that will provide the following enterprise-level functions into the existing Enterprise Project Management (EPM) Tools solution, while also supporting necessary Line of Business (LOB) process variations as described in the attached Statement of Work (SOW).

ATTACHMENTS: Each of the following documents are attached to this CWA and are incorporated herein by this reference:
Attachment 1: SOW, Pages 3 through 45

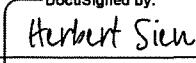
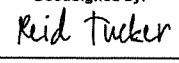
CWA TERM: This CWA is effective upon signature by both parties and expires on December 1, 2019. Time is of the essence.

CWA COMPLETION: Contractor shall commence performance hereof when directed to do so by PG&E and Work shall be completed by the completion date of December 1, 2019.

CONSIDERATION: As full consideration for satisfactory performance of the Work under this CWA by Contractor, PG&E's total obligation to Contractor shall not exceed the following amount. This amount is inclusive of all taxes incurred in the performance of the Work. Any change to this amount shall only be authorized in writing by a PG&E CWA Change Order, fully executed by both PG&E and Contractor.

TOTAL: \$2,071,852.

THE PARTIES, BY SIGNATURE OF THEIR AUTHORIZED REPRESENTATIVES, HEREBY AGREE TO THE TERMS OF THIS CONTRACT WORK AUTHORIZATION.

PACIFIC GAS AND ELECTRIC COMPANY		CONTRACTOR: KPMG LLP DEPT 0922	
Signature	DocuSigned by: 	Signature	DocuSigned by: 
Name	Herbert Sien	Name	Reid Tucker
Title	Supervisor, Sourcing Operations	Title	Managing Director



Contract Work Authorization

Date	8/6/2018	Date	8/6/2018
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62-4229 CWA (9/26/11)

Sourcing



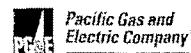
Contract Work Authorization

CWA No. C9893
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ADMINISTRATION			
PG&E Negotiator	Emeline Samonte/Jerry McLaughlin	Contractor Represent	Reid Tucker
Phone	707/980-2259	Phone	
Email	Eag2@pge.com	Email	rtucker@kpmg.com
Accounting Reference	PR176403 – C9893 CW2260634		
PG&E Work Supervisor:	Dean Trovato	Phone: 916-386-5093	
INVOICE INSTRUCTIONS: Contractor shall send invoices for each payment when due, showing the CWA number, to: PACIFIC GAS AND ELECTRIC COMPANY	Send ORIGINAL Invoice to: (See note below if using PG&E's electronic invoicing system)	PG&E Accounts Payable* PO Box 7760 San Francisco, CA 94120-7760	
	Send COPY of Invoice to:	Dean Trovato JDTp@pge.com	
	For information regarding invoice status, call PG&E's Paid Help Line at (800) 756-PAID (7243) or go to AP Web Reporting site at www.pge.com/actpay .		
	*Note: Contractors using PG&E's electronic invoicing system do not need to mail a copy of the invoice to PG&E Accounts Payable.		

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Distribution Date			
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	<input type="checkbox"/> Director		<input type="checkbox"/> Law

SOW – <Name of the Project>

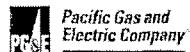


Pacific Gas and Electric Company

ATTACHMENT 1: STATEMENT OF WORK

Program	Enterprise PM Tools
Project	Enterprise Project Management (EPM) – Enterprise PM Tools
Line of Business	Business Finance and Planning
Prepared by	Jeff Hannan
Date	7-23-2018
Version Type	Final
Version	3.1

SOW - <Name of the Project>



Project Control & Compliance

Project Engagement

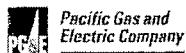
Enterprise Stakeholders	Date Contacted
Business	
Don Clark	Business Finance and Planning
Michael Castillo	Business Finance and Planning
IT/Technology	
Dean Trovato	BT IT Corp Services
Jeff Hannan	BT IT Corp Services

Document Control

Change History

Author/Contributor	Version	Date	Description of Changes
Mike Castillo	0.1	06/15/18	Initial Draft
Cindy Yu, Jeff Hannan	0.2	6/15/18	Edits by PG&E and KPMG, merged
Cindy Yu	0.2rev	6/19/18	Edits by KPMG
Jeff Hannan	1.0	6/21/18	Cleaned up scope (Section 3). Aligned deliverables to IT Methodology (ITM)
Dean Trovato & Mike Castillo	1.1	6/25/18	Edit all sections and clean-up
Team update; merged w/ KPMG feedback	2.0	6/26/18	
Jeff Hannan	2.1	6/27/18	Accepted changes from 6/26/18 review. Inserted edits from Cindy (section 4, 11, 12). Added subitems to ADD and Solution Blueprint. Validated phase deliverables against DRM.
Jeff Hannan	2.2	6/28/18	Folded in 6/27/18 comments from Cindy / Cari. Added payment schedule.
Jeff Hannan	2.32	6/29/18	Accepted all changes (edits and formatting). Spell check. Revised the definition of Solution Blueprint in Glossary.

SOW – <Name of the Project>



Jeff Hannan / Cindy Yu	2.4	6/30/18	Folded in Cindy/Reid's payment schedule in section 9.
Mike Castillo	2.5	7/3/18	Updated per KPMG/PG&E agreement on 6/30
Jeff Hannan	2.6	7/16/18	Adding in misc. edits from KPMG (approved/accepted and also un-reviewed), including edits to 9.3 Holdbacks and inclusion of KPMG's Section 14.
Jeff Hannan	2.7	7/17/18	Updated deliverable timelines in 9.2 and fixed bullet formatting issues
Dean Trovato	3.0	7/20/2018	Made final agreed-upon changes
Dean Trovato	3.1	7/23/18	Update to Section 2 Scope Of Work as agreed on call with Scott and Cari

Document Ownership and Responsibility

SOW document ownership is shared between KPMG and PG&E.

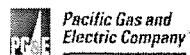
Document Owner

Project Role & Responsibility	Name
IT Project Manager	Jeff Hannan

Document Approvers

Project Role & Responsibility	Name
Business	
Don Clark	Business Finance and Planning
Michael Castillo	Business Finance and Planning
John Blodgett	Electric Distribution
Patrice Agostino-Martin	Electric Transmission and Substation
Kevin Myers	Gas Operations
Joe Osborn	IT Line of Business (LOB)
Russ Loeffler	Power Generation
IT/Technology	
Dean Trovato	Chief IT Business Technology Corporate Services

SOW – <Name of the Project>



Rajesh Arora	Director IT Business Technology Corporate Services

Document Contributors

Project Role & Responsibility	Name
Business	
Business Owner	Michael Castillo
Business Technology Leadership	Dean Trovato
Business Project Manager	
Business Planner IT Finance	Jessica VanDyke
IT/Technology	
IT Project Manager	Jeff Hannan
IT Director	Dean Trovato
Solution Architect	Darin Lemos
Technology Risk Advisor	
Test Lead	Mani Rajaperumal
Organizational Change Lead/Training	
Integration	
Business Architect	Suvanna Moy
System Integrator/KPMG	
Solution Architect	
Project Manager	

Document Reviewers

Project Role & Responsibility	Name
Business	
Business Owner	Don Clark
Business Project Manager	Michael Castillo
Business Planner IT Finance	
IT/Technology	
IT Project Manager	Jeff Hannan
IT Technical Project Manager	
IT Director	Dean Trovato
Solution Architect	
Technology Risk Advisor	
Test Lead	
Organizational Change Lead/Training	
Integration	
Chief Technology Office	

1.0 GLOSSARY

Quality Advocate	<p>See section 10:</p> <ul style="list-style-type: none"> ▪ Validate that deliverables conform to project scope and quality ▪ Continuous quality monitoring and independent assessment of configured solution vs. user requirement <p>Provide alignment between design intent and configured solution</p>
ICC	The process of identifying, documenting, approving or rejecting, and controlling changes to the project scope, cost, and schedule baselines in an integrated fashion via a single change request.
Authorization	Approval to perform a specific scope of work, based on a schedule (may be single or multi-year), and total project costs.
Reauthorization	A request to increase the authorized amount for a project when it is forecast to overrun the original authorized amount or when there is a significant project change. The reauthorization must be accomplished prior to the project's costs or commitments exceeding the authorized amount. When a project reauthorization is requested, a change of project scope to reduce or eliminate the potential overrun must be considered.
Phase Gate	Phase Gates allow the approver to have additional oversight of the project and allows the project team to provide updates on all aspects of the business case (e.g. scope, schedule, resources, risks, benefits, and costs). Phase Gates also allows the approver(s) to provide direction or request changes to the project's implementation. They provide the opportunity for high risk projects to be reviewed and either allowed to continue or be halted at logical points within the project—this can be thought of as a “go-no go” gated approval approach. Phase Gates can also be used to provide better control, oversight, and insight for projects with high risks or uncertainties
EPM	Enterprise Project Management
EPPM	Enterprise SAP PPM
Solution Blueprint	Describes the to-be solution, including high-level architecture, user scenarios, user requirements, process modeling, and integrations.
Governance Standard	EPM Standard for Authorization, Reauthorization, Phase Gate
ICC Standard	EPM Standard for Integrated Change Control

Capitalized terms used but not defined herein have the respective meanings given to them in the MSA.

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1.0 PROJECT OVERVIEW

1.1 PROJECT TYPE

Fixed Scope, Fixed Fee

1.2 OBJECTIVES AND BACKGROUND

Enterprise Project Management (EPM) Tools are a set of applications integrated with SAP which is PG&E's system of record for core business functions. EPM tools establish a common, centralized approach for effectively and efficiently managing Capital Project work across PG&E. These tools help PG&E align to industry leading practices; improve current business processes; and provide cost efficiency to achieve operational effectiveness.

The focus of the "EPM Tools Project" is to extend functionality in PG&E's common, enterprise-wide system for project management by extending the capabilities, controls and data quality in project and portfolio systems to include routing project authorizations and placing controls around the quality of authorization data, standardizing and placing controls around the quality of project baseline data, recording changes that impact performance of project baselines and linking these changes to changes in respective business portfolios.

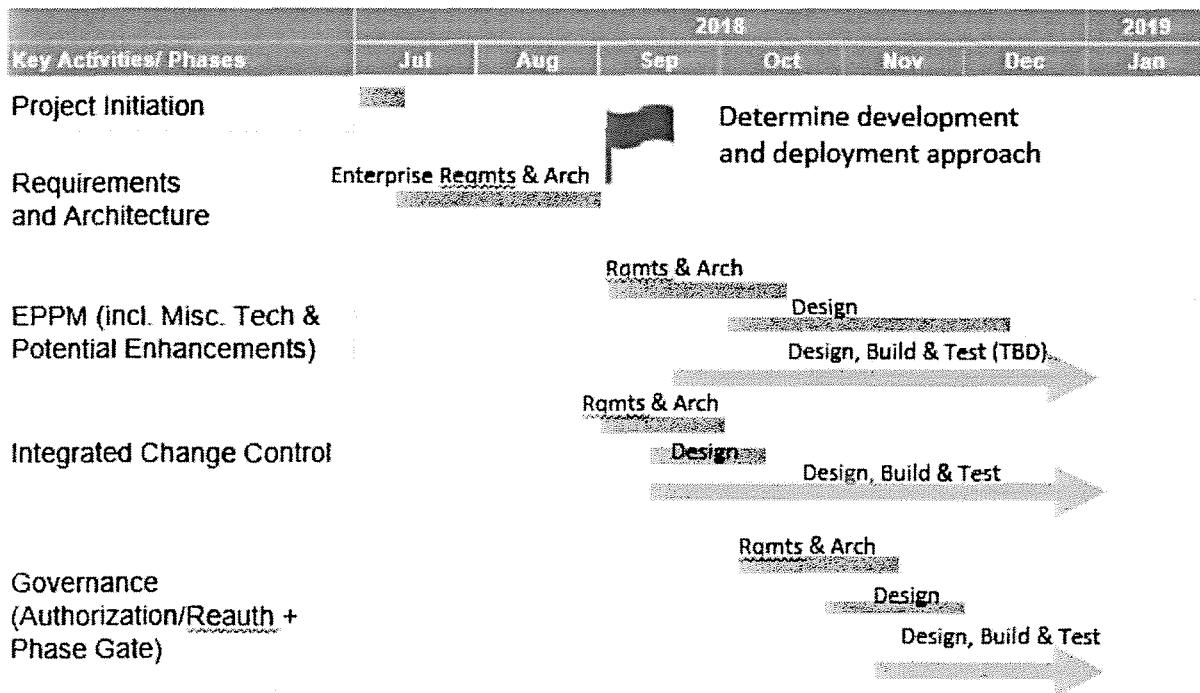
1.3 PROJECT TIMELINE

Project Start Date – 08/01/2018

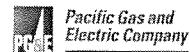
Project Duration - Estimated 5 months

Est. Project End Date – 12/31/2018

High Level Timeline and Approach (status date 7/2/2018)



SOW - <Name of the Project>



1.4 PROJECT WORK LOCATION

1. **Onsite Team Location** - 77 Beale, San Francisco, CA
2. **Offshore Team Location** - Not applicable
3. **Onsite Team Contact #** - Cindy Yu 415.609.3698
4. **Offshore Team Contact #** - Not applicable

1.5 PROJECT WORK HOURS

1. **Onsite Team** - 9am – 5pm Pacific Time
2. **Offshore Team** - Not applicable

2.0 SCOPE OF WORK

The principal scope of the KPMG engagement entails:

1. The design of a solution that will provide the following enterprise-level functions into the existing Enterprise Project Management (EPM) Tools solution, while also supporting necessary Line of Business (LOB) process variations:
 - a. Integrated Change Control (ICC) processes
 - b. Governance - Authorization/ReAuthorization (Auth/ReAuth) and Phase Gate Approvals
 - c. Enterprise Portfolio Planning and Management (EPPM)
2. Aligning these functions adhere to the published EPM Standards
3. Enhanced business process and design updates to PG&E Enterprise Portfolio Planning and Management (EPPM) solution through Plan/Analyze and Design phases for - Authorization/ReAuthorization, Phase Gate Approvals and Integrated Change Control (ICC) processes:
 - I. A thorough published description of how the entire workflow from project ideation to construction completion should work in EPPM and SAP Project Systems Integration (SPSI) and how it impacts the various work groups across Distribution and Transmission (Asset Management, Project Development, Project Controls, Work & Resource Planning, Estimating & Design, Project Management, Investment Planning). Ideation, Work Intake, Item Creation, PM Order Creation, RIBA Scoring, Investment Planning Governance, Change Control, S1/S2 Funding & Forecasting, project completion and closeout.
 - II. Enhancements to current EPPM Solution Work In-Take capabilities to better support Project Development meetings.. KPMG to facilitate workshop to define business process and solution requirements and design, PG&E to develop test and deliver. This falls under the Organization Change Management (OCM) scope
 - i. Allow selection of various fields in the Work In-Take report
 - ii. Be able to download the full project description during an excel export
 - iii. Provide a function in S1/S2 workbooks to turn on or off the Escalation factors for outer year forecasts and highlight when financial data is displayed if the numbers include escalation and from what year.
 - iv. Enter Risk Informed Budget Allocation (RIBA) Data in Work Request.
 - III. Business process/requirements and solution roadmap alternatives (separate deliverable that is an augmentation to bullet I above to be delivered by the end of the Requirements and Architecture Phase of the EPPM Workstream) to include the following capabilities
 - i. Capabilities to track the scoping lifecycle from issue identification to project creation. Should be able to handle entry of issue "concepts/ideas" and improve the maturity of these to order/project creation.
 - ii. Needs to be able to track and provide governance of moving concepts/ideas through the scoping process, with hard controls on order/project creation if scoping is not complete.
 - iii. Should not be overly cumbersome to edit/cancel concepts/ideas and change scope/Material Codes ("MATS")/etc. prior to order/project creation based on scenario planning and analysis.
 - iv. Must integrate with change control system, Primavera P6, and SAP to ensure ID's and naming conventions are linked and data integrity is kept when concepts/ideas become projects.

- v. Should be easy to visualize and regularly governed by full time resource(s) from both Asset Management and Portfolio Management & Engineering.
- vi. Integration with Geographic Information Systems (GIS) to support more efficient bundle planning earlier in the process. KPMG to facilitate workshops and formalize deliverables, PG&E to provide GIS SMEs/expertise
- vii. More robust risk identification with additional risk parameters; rate cases and asset management activities are heavily dependent on risk informed decision making.

2.1 PROJECT INITIATION PHASE

The project initiation and planning phase includes detailed planning of the project (including risk register, communication plan and setting acceptance criteria for each deliverable), establishing the Work Breakdown Structure (WBS) for the project, identifying the key stakeholders, and their availability and dependency at each stage of the project.

Following are the list of activities that comprise this phase.

R = Responsible

A = Approve

S = Support (Participate in the creation of project deliverables, in a supporting role.)

C = Consult

I = Inform

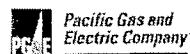
N/A – Not Applicable

Phase Activities	Responsibility	
	KPMG	PG&E
Setup Program Office	S	R
Define Project Charter	S	R
Conduct Executive Kick-Off Meeting	S	R
Conduct Stakeholder Kick-off Meeting	S	R
Define and finalize Master Project Schedule	S	R
Establish Core Team	R	R/A
Establish project governance and communication	C	R
Onboard KPMG Team and allocate workspace	I	R
Coordinate and confirm availability of key PG&E business and IT stakeholders for the program	I	R
Present project overview, team structure, governance, communication and escalation plan	S	R
Sandbox environment set-up and access	N/A	R
Define and finalize ITM deliverables and Milestones	C	R
Finalize project documentation deliverable templates	S	R
Identify any high-level impact of inflight projects, regulations, or tariffs	C	R
Identify preliminary project risks and mitigation plans	C	R

2.1.1 Deliverables – Project Initiation Phase

KPMG's primary responsibility in the Project Initiation phase is to provide support to and achieve agreement with the PG&E PMO in determining how best to execute the project, mitigate project risk, and measure / achieve project success.

SOW – <Name of the Project>



Responsibility includes providing the availability and participation of KPMG resources, as determined per the Master Project Schedule and Phase Activities list above.

PG&E's primary responsibilities during the Project Initiation phase are to properly establish the project, kick it off, and the availability and participation of PG&E resources, as determined per the master Project Schedule and Activities list.

Deliverables	Responsibility
Project charter	PG&E
Project standard and guidelines and reporting templates	PG&E
Milestone-based, critical path project schedule	PG&E
Project Management Plan <ul style="list-style-type: none"> • Defined Roles and Responsibilities • Project schedule update procedure and cadence • Project overview, team structure, governance, communication and escalation plan 	PG&E
Establish Schedule for project workshops to be held in P/A Phase	KPMG

2.1.2 Exit Criteria – Project Initiation Phase

- Completion of Deliverables, on an iterative basis, approved by Business Owner and Project Manager
- Initiation Milestones met

2.2 PLAN/ANALYZE AND REQUIREMENTS PHASE

During the Plan/Analyze phase, the enterprise-level requirements and architecture development (Solution Architecture, Application Architecture and Data Architecture) should be complete before starting phase-specific requirements and architecture development. This shall provide a clear solution for Enterprise Portfolio Planning and Management (EPPM) to be established before identification of detailed function-specific requirements and architecture.

The following table illustrates the key activities of this phase:

R = Responsible

A = Approve

S = Support (Participate in the creation of project deliverables, in a supporting role.)

C = Consult

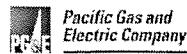
I = Inform

N/A – Not Applicable

WORKSHOPS

Phase Activities:	Responsibility
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SOW – <Name of the Project>

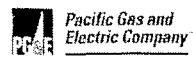


Plan/ Analyze & Requirements	KPMG Team	PG&E
Conduct Enterprise-level requirements and architecture workshops	R	S
Prepare for workshops	R	S
Review requested artifacts	R	S
Walkthrough of existing systems	R	S
Coordinate availability of facilities for conducting workshops with key PG&E stakeholders as per the plan.	I	R
Understanding of existing systems and their applicability to the enterprise solution	R	R
Review and rationalize existing requirements	R	C
Develop user scenarios / use cases	R	A
Business Process Master List (BPML) Document/Scope Log	R	S
Assist PMO with benefits realization plan by recommending approaches for identifying, measuring and realizing benefits resulting from EPM Tools project	R	A
Manage stakeholder feedback	R	I
Align workflows to EPM standards and leading practices	R	S
Conduct functional-level requirements and architecture workshops	R	S
Develop enterprise and functional level user requirements	R	A
Role-based Security Requirements	R	A
Architecture Security Requirements	C	R
Application Security Requirements	C	R
Data and Integration Strategies	R	R
Develop overall testing strategy	C	R

PMO SUPPORT

Phase Activities: Plan/ Analyze & Requirements	Responsibility	
	KPMG Team	PG&E
Provide necessary KPMG resources to complete activities and deliverables in Plan/Analyze Phase	R	I
Provide KPMG team with requested artifacts within 3 business days of request.	S	R

SOW – <Name of the Project>



Update overall Project Management Plan with outputs of enterprise level requirements and architecture	S	R
Coordinate LOBs and stakeholders for requirements and architecture workshops	S	R
Update project status report (bi-weekly)	S	R
Maintain project schedule in MS Project using critical path method	S	R
Continue to identify risks, issues, constraints and respective mitigation plans	S	R
Engage business SMEs in review and approval of enterprise solution	S	R
Draft iterative deployment plan	S	R

OCM

Phase Activities: Plan/ Analyze & Requirements	Responsibility	
	KPMG Team	PG&E
Develop Stakeholder Analysis	R	A
Develop Change Management Strategy and Plan	R	A
Develop Communication Plan	R	A
Organization Impact Analysis (bi-weekly)	R	A
Walkthrough of change management plan	R	A
Walkthrough of OCM business communication plan	R	A
Training needs analysis	C	R
High-level training plan	C	R
Training strategy	C	R

SOW – <Name of the Project>



2.2.1 Deliverables – Plan/Analyze & Requirements Phase

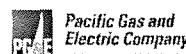
Enterprise P/A

Deliverable	Owner
Organizational Impact Analysis	KPMG
Business Process Design	KPMG
Benefits Realization	PG&E
Updated deployment approach and master schedule (project schedule)	PG&E
Develop Change Management Plan	KPMG
Change Complexity Assessment	KPMG
Stakeholder Impact Assessment	KPMG
High Level Architecture	KPMG
Logical Data Model	KPMG
Solution Blueprint <ul style="list-style-type: none"> ○ Enterprise-level architecture: To-be ○ Enterprise-level user requirements, including process modeling ○ Enterprise-level integrations ○ User scenarios 	KPMG

Functional P/A

Deliverable	Owner
Test Strategy	PG&E
Stakeholder Impact Assessment	KPMG
Business Requirements / Use Cases	KPMG
Detailed Functional Requirements	KPMG
Detailed Non-Functional Requirements	KPMG
Requirements Traceability Matrix (RTM)	KPMG
Updated Solution Blueprint	KPMG
Training Strategy	PG&E

SOW – <Name of the Project>



2.2.2 Exit Criteria – Plan/Analyze and Requirements Phase

- Completion and approval of Deliverables on an iterative basis by Business Owner and Project Manager
- Phase Milestones met

2.3 DESIGN PHASE

R = Responsible

A = Approve

S = Support (Participate in the creation of project deliverables, in a supporting role.)

C = Consult

I = Inform

N/A – Not Applicable

APPLICATION DESIGN DOCUMENT

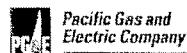
Phase Activities: DESIGN	Responsibility	
	KPMG Team	PG&E
Coordinate LOBs and stakeholders for design workshops	S	R
Conduct Design Workshops	R	S
Walkthrough of finalized and agreed wireframes	R	A
Finalize user Interface and user experience design	R	A
Incorporate Design Feedback	R	C
Manage stakeholder feedback	R	C/I
Review and approve design deliverables	C	R
Align to EPM standards and leading practices	R	S
Integration Plan	R	A
Develop Application Design Document (ADD)	R	A

OCM

Phase Activities: DESIGN	Responsibility	
	KPMG Team	PG&E
Organization Impact Analysis (bi-weekly)	R	A
Ongoing stakeholder engagement	R	C/I
Gather key source material, templates, and standards for training content	I	R
Develop Training Content	C	R

PMO SUPPORT

SOW – <Name of the Project>



Phase Activities: DESIGN	Responsibility	
	KPMG Team	PG&E
Update project schedule in MS Project using critical path method	S	R
Coordinate LOBs and stakeholders for design workshops	S	R
Update project schedule in MS Project using critical path method, including 3-week ahead	S	R
Continue to identify risks, issues, constraints and respective mitigation plans	S	R
Update project status report (bi-weekly)	S	R
Validate alignment to EPM standards and leading practices	R	S
Develop testing plan	R	C

2.3.1 Deliverables – Design Phase

Deliverable	Owner
Training Need Analysis	PG&E
Design workshops	KPMG
Integration and Data Migration Plan	KPMG
Configuration Management Plan	KPMG
Function specific reporting	PG&E
Application Detailed Design (ADD) <ul style="list-style-type: none"> ○ Functional specifications (RICEF, Application, UI) ○ Detailed System Integration Process Flow ○ Data Flow ○ Application Configuration ○ Process or Operational Considerations ○ Technical design (RICEF, Application, Database, Performance if required) ○ UI/UX Design (including Wireframes) ○ Role-based permissions 	KPMG
Training Plan	PG&E
Training Development	PG&E

2.3.2 Exit Criteria – Design Phase

- Completion of Deliverables, on an iterative basis, approved by Business Owner and Project Manager
- Phase Milestones met

2.4 BUILD PHASE

The goal of the Build phase is to configure/build/customize the system, based on the requirements and design finalized in the requirements and design phase. During this phase, entire configuration/customization/development activities will be completed in the development environment. Core team and business process owners perform validation of the application in non-production environments.

KPMG will provide around 20 hrs/week of advisory support to for the PG&E build team. Areas of support are indicated by an "S", "I" or "C" in the table below.

The following table illustrates the key activities of this phase:

R = Responsible

A = Approve

S = Support (Participate in the creation of project deliverables, in a supporting role.)

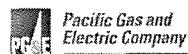
C = Consult

I = Inform

N/A – Not Applicable

Phase Activities: Build	Responsibility	
	KPMG Team	PG&E
Support on-going PMO activities	R	S
Validate that the solution is fit for use through management of stakeholder impacts	R	S
Coordinate and track Leadership buy-in and support so that EPM Tools remain top of mind and a high priority	R	S
Manage Stakeholder Feedback	R	S
Configuration/Customization/Development of tools identified in Plan/Analyze phase	C	R
Configure Roles in system per design	C	R
Update Technical Specifications as changes occur	C	R
Develop Permissions Log	C	R
Agree upon approach for high risk items for which mitigation plan was carried out	S	R
Develop prototypes per agreed upon approach and project schedule	C	R
Lead prototyping workshops	C	R
Prototype review and feedback	C	R
Development of Custom Objects	I	R

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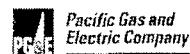


Code reviews, walkthroughs and approvals	I	R
Unit Testing	C	R
Unit Test Signoff	I	R
Distribution of data migration templates for Master Data	I	R
Custom Developments review and sign-off	I	R
Define Integration test scenarios	C	R
Develop Integration test scripts	C	R
Finalize integration test plan	C	R
Preparation of Test data for Integration Testing	C	R
Develop application test scripts	I	R
Training content development and reviews	C	R
System integration testing and sign-off	I	R
Resolve defects in Security roles	C	R
Security testing and sign-off	C	R
Agree upon frequency of defect metrics and defect review	C	R
User acceptance test planning	C	R
Detailed Cut-Over Strategy	C	R
Defect Resolution	C	R
Preparation of configuration documents	C	R
Development of data upload/maintenance programs	C	R
Conducting Tollgate Reviews for moving to the next logical phase of the program	C	R
Finalize New Service introduction strategy and plan	I	R
Release Management	C	R
Preparation of Test Data for Performance testing	C	R

2.4.1 Deliverables – Build Phase

Deliverable	Owner
Stabilization Support Model	PG&E
Prototypes of solution for testing and feedback	PG&E
Data Dictionary	PG&E
Service Intro Plan	PG&E
Test Scripts – System Integration Testing (SIT)	PG&E
Test Scripts – User Acceptance Testing (UAT)	PG&E

SOW – <Name of the Project>



2.4.2 Exit Criteria – Build Phase

- Completion and approval of Deliverables -- on an iterative basis, and based on PGE&E's ITM Methodology -- by Business Owner and Project Manager.

2.5 TESTING

The Testing phase is aimed at preparing the system and organization ready to go-live with the new Configured system. As part of preparing the system, completed configuration/customization shall be transported to Production environment. Master data, balances and open transactions data as applicable shall be migrated to production system.

The following table illustrates the key activities of this phase:

R = Responsible

A = Approve

S = Support

C = Consult

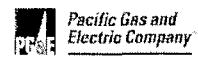
I = Inform

Phase Activities: Testing	Responsibility	
	KPMG Team	PG&E
Align to EPM standards and leading practices	R	S
Support ongoing PMO activities	R	S
Manage Stakeholder Feedback	R	S
Validate that solution is fit for use through management of stakeholder impacts	R	S
Communicate with and engage Stakeholders to build awareness, understanding, and encourage adoption	R	S
Go Live Readiness Assessment	C	R
Preparation of Cutover checklist	C	R
Prepare test data	C	R
Conduct Testing: Unit, Regression, Integration, UAT, Performance	C	R
Create Testing Evidences: SIT, UAT	I	R
Signoff on UAT	I	R

2.5.1 Deliverables – Testing Phase

Deliverable	Owner
Revised Stakeholder Impact Assessment	KPMG
Code Migration Plan	PG&E
Updates to Change Management Plan	KPMG
Stabilization Support Model	PG&E
Test Results	PG&E

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Deployment Plan	PG&E
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2.5.2 Exit Criteria – Testing Phase

- Completion and approval of Deliverables -- on an iterative basis and based on PGE&E's ITM Methodology -- by Business Owner and Project Manager.
- UAT Signoff received.

2.6 DEPLOY PHASE

Phase Activities: Deploy	Responsibility	
	KPMG Team	PG&E
Prepare Cutover Plan	C	R
Ownership of overall cutover activities and coordination with key project stakeholders	I	R
Approve Cutover plan and Cut-over sequence	I	R
Go Live Check List	I	R
Perform related Cutover Activities	I	R
Prepare, cleanse and migrate data	I	R
Master Data uploading to production environment	I	R
Validate migrated data in production by business	I	R
Post Implementation support Plan	C	R
Conduct end user training	C	R
Published Authorized list key decision makers for rollback	I	R
Approved Risk mitigation strategy & Roll back plan	C	R
Manage Cutover Drills using PG&E resources	I	R
Sign off on Go-No Go Decision Document	I	R
Go-Live	I	R

2.6.1 Deliverables - Deploy Phase

Deliverable	Owner
Go/No-Go Checklist	PG&E
Updates to Change Management Plan	KPMG
Service Introduction Plan	PG&E

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RTO – Release to Ops / SSP	PG&E
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2.7 STABILIZE PHASE

Phase Activities: Stabilize	Responsibility	
	KPMG Team	PG&E
Contribute to "Lessons Learned" session	C	R
Management of user feedback and incorporation of change requirements into the overall solution road map	C	R
Validation of benefits realization plan from the Plan/Analyze Phase	C	R
Checklist: Project Closure	I	R

2.7.1 Deliverables – Stabilize Phase

Deliverable	Owner
Lessons Learned	PG&E
Checklist: Project Closure	PG&E

3.0 EXCLUSIONS

The following activities are excluded from the KPMG Scope:

- Leading Prototyping Workshops
- All training related deliverables, which are transferred to PG&E. KPMG will advise PG&E on Training from both a solution and OCM perspective.
- All PMO deliverables. KPMG will provide input and support to PMO activities.
- All deliverables related to build, test, and post go-live support. KPMG will provide input in each of these phases from a Business Process, Solution and OCM perspective.

4.0 HIGH LEVEL BUSINESS REQUIREMENTS

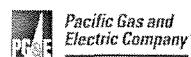
The High Level Business Requirements as they relate to the overall project are outlined below. Requirements listed are not specific to delegation of work or responsible party. They outline the requirements of the project as a whole to provide context to the scope. For breakdown of roles, responsibilities and accountable scope, please see sections 3 and 10.

The EPM project aims to implement workflows, functionality and reporting in each of the functional areas:

1. Integrated Change Control
2. Authorization / Reauthorization
3. Portfolio & Project Management
4. Process requirements, including Workflow
5. Reporting
6. Phase Gate Control

Detailed requirements will be developed and documented during the Plan/Analyze Phase.

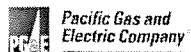
SOW – <Name of the Project>



5.0 DELIVERABLES

Deliverables are called-out within the associated project phase (section 3) of this document. Given Iterative nature of this project delivery methodology, deliverables will be created and accepted in iterations.

SOW – <Name of the Project>

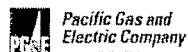


6.0 ACCEPTANCE CRITERIA

All Deliverables shall be formally accepted by PG&E (in most cases that is documented through an acceptance email from the IT Project Manager (see 7.1 Key Personnel) and Business Owner.

KPMG should plan for the deliverables to go through a formal review (review session to be led by KPMG Deliverable owner) with the appropriate project stakeholders. This review should be a detailed walkthrough of the deliverable and the input/concerns should be addressed as an outcome of that review session. Request for changes to the deliverables shall be within acceptable, common industry standards and practices. Reasons for non-acceptance shall be limited to errors, omissions or other reasons that directly inhibit the completion of the Project. After resolution, that deliverable should be ready for PG&E acceptance which should be a very straightforward process.

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7.0 PROJECT IMPLEMENTATION PLAN

The engagement will be carried out with well-defined iterations having clear milestones within each phase.

See Section 2.3 for a diagram of the high-level implementation plan. Detailed implementation for the relevant workstreams and iterations will be completed and agreed-to by both PG&E and KPMG as part of the Plan/Analyze for that workstream.

7.1 KEY PERSONNEL

The following have been identified as Key KPMG Personnel.

KPMG Role	Team Member
Engagement Partner	Reid Tucker
KPMG Project Lead	Cindy Yu
Unifier Technical Lead*	Cari Stieglitz
SAP Integration Lead	Mike Kaizuka
EPPM Lead	TBD
Change Lead	Julie Nelson
Process & Workflow Consultant	Shemek Pawlik
Process Facilitator Solution Architect	Eric Soukup
Change Manager	David Calef
EPM Standards Lead	Scott Dudley

* PG&E hereby consents to KPMG's use of Sage Method, Inc. ("Sage") to perform and complete the Work, to the entry into a Subcontract with Sage in connection therewith, and to the disclosure to Sage of PG&E's information (including, without limitation, PG&E's Confidential Information) by or at the direction of KPMG in connection therewith. KPMG will ensure an executed Non-Disclosure Agreement is in place between Sage and KPMG prior to disclosure of PG&E information. KPMG will have executed Non-Disclosure Agreements in place between Sage and KPMG prior to disclosure of PG&E information.

The following have been identified as Key PG&E Personnel.

PG&E Role	Individuals / Title / Responsibility
Executive Sponsor	Jamie Martin / Brooke Reilly Vice President
EPM Tools Sponsor	Don Clark, Director of Project Management Center of Excellence
Business IT Sponsor	Dean Trovato

PG&E Role	Individuals / Title / Responsibility
EPM Tools Manager / Business Owner	Mike Castillo
EPM Steering Committee	Don Clark Business Finance and Planning Michael Castillo Business Finance and Planning John Blodgett Electric Distribution Patrice Agostino-Martin Electric Transmission and Substation Kevin Myers Gas Operations Joe Osborn IT Line of Business (LOB) Scott Edwards Power Generation
PMO Manager/ IT Project Manager	Jeffrey Hannan
PG&E Unifier Build/Test/Deploy Lead	John Davis
PG&E EPPM Build/Test/Deploy Lead	TBD

KPMG will maintain Key Personnel in the project pursuant to Section 12.1 of the MSA.

If key Personnel changes are required outside of KPMG control (terminations for cause, illness, or resignations), then KPMG will provide PG&E notice of acceptable personnel change. In case of any change in key personnel due to unforeseen scenario, KPMG will provide sufficient overlap time to do a knowledge transfer by the outgoing key team member to the incoming key project member.

7.2 PROJECT CHANGE REQUEST MANAGEMENT PROCEDURE

A change is defined as a requested modification to a key term or condition of this agreement at any stage of the project, which requires the deliverable under development to deviate from the current baseline.

The change request procedure will cover:

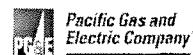
- ⑦ Identification and documentation of the need for change and change details (request for change)
- ⑦ Analysis and evaluation of change request for technical impact and impact on effort, schedule, cost as well as other planning aspects
- ⑦ Approval or disapproval of change request
- ⑦ Implementation of change

Initiate Change Request (CR)	KPMG /PG&E PM initiates Change Request
Evaluate CR	KPMG evaluates and identifies items impacted, impact on schedule and activities under progress, estimated effort and cost, possible implementation alternatives/ option

Initiate Change Request (CR)	KPMG /PG&E PM initiates Change Request
Approve CR	KPMG Project Manager reviews the impact and approves the findings
Accept CR	PG&E Business Owner and IT Project Manager reviews and accepts KPMG CR Analysis on Effort/Cost/Schedule
Authorize CR	PG&E IT Project Manager updates plan and PG&E Project Manager authorizes the implementation of change accepted by PG&E

- PG&E approved documents will be frozen on receipt by KPMG. Any changes required for a frozen document need to go through a formal change request procedure. They should also be logged as Change Requests (CR). Either PG&E or KPMG may raise CR. The impact in terms of time, cost and effort will be evaluated by KPMG and will be submitted to PG&E to receive authorization for the change implementation.
- All change requests shall be approved by the Business Owner and the PG&E IT Project Manager.
- Typically, a Change Control Request Form will contain the following details:
 - Details of change
 - CR number of the change
 - Date originated
 - Who originated (PG&E / KPMG)
 - Description of change
 - Criticality / priority
 - Assessment of change
 - Description of change
 - Technical impact
 - Estimated effort and cost
 - Impact on current schedule
 - Decision
 - Authorization
 - Schedule for carrying out CMR
- A change control register will be maintained to track the status of CRs and the progress of their implementation.
- The change control register will contain the following details:
 - CR number
 - Priority / criticality
 - Date originated
 - Who originated (PG&E / KPMG)
 - Date issued
 - Date authorized
 - Scheduled start date
 - Scheduled completion date
 - Actual start date
 - Actual completion date

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- Completed by whom
- Verified by whom
- Status of CR (completed / partially complete and not started)

7.3 CHANGES TO STAFFING

PG&E will be given the opportunity to review the resumes and qualifications of KPMG staff members or sub-contractors prior to adding or changing members of the KPMG team who will fulfill lead roles on the project. PG&E will be allowed 1 business day to review the resources for lead role resource additions or changes to the KPMG team or their subcontractors.

7.4 CUT OVER AND ROLL BACK PLAN

No KPMG responsibility for this Cut Over and Roll Back Plan

7.5 PROJECT COMMUNICATION PLAN

7.5.1 Weekly Status Reporting

The KPMG Project Manager will provide weekly status report of KPMG to the PG&E Project Manager in a mutually agreed format.

7.5.2 Steering Committee Meetings

The KPMG Onsite Project Manager will participate in steering committee meetings consisting of PG&E IT & Business Managers, other key stakeholders of PG&E including Business Owner and KPMG Account Manager. This is for overall project health check. The frequency of Steering Committee Meetings is monthly as part of the EPM Steering Committee meeting. KPMG personnel may be asked to step out of meeting if/when PG&E sensitive matters are discussed

7.5.3 Escalation Procedures

The following are possible levels of escalations for critical issues that are not addressed:-

Level of Escalation	Threshold time for escalation	Escalation Point
Level 1	1 working days	PG&E Project Manager, KPMG onsite Project Manager
Level 2	3 working days	PG&E Business Owner, KPMG Account Manager
Level 3	5 working days	PG&E Executive Sponsor, KPMG Executive Sponsor

7.6 DEPLOYMENT PLAN

KPMG will provide input into deployment plan that will be developed by PG&E PMO.

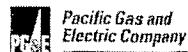
8.0 PAYMENT SCHEDULE

KPMG contract is a Fixed Fee contract. Payments will be tied to acceptance of deliverables at the rate shown below.

8.1 PAYMENT AMOUNTS BY DELIVERABLE

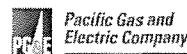
Work Stream	Deliverable	Cost (\$USD)
Project Initiation	Start of Project	\$100,000
Enterprise Requirements and Architecture:		\$326,839
	Plan/Analyze Workshops	\$87,769
	Business Process Design	\$70,503
	High Level Architecture	\$52,115
	Logical Data Model	\$53,848
	Solution Blueprint <ul style="list-style-type: none"> ○ Enterprise-level architecture: To-be/future state ○ Enterprise-level user requirements, including process modeling ○ Enterprise-level integrations ○ User scenarios 	\$62,604
Integrated Change Control		\$261,267
ICC Requirements & Architecture:		
	ICC-Requirements and Arch workshop	\$ 22,687
	Detailed Functional Requirements	\$45,418
	Detailed Non-Functional Requirements	\$20,000
	Requirement Traceability Matrix	\$14,999
	ICC Solution Blueprint <ul style="list-style-type: none"> ○ Updated function specific architecture, if any 	\$38,062
ICC Design:		
	Design Workshops	\$49,594
	Integration and Data Migration	\$15,522
	Configuration Management plan	\$15,000
	Application Design Document <ul style="list-style-type: none"> ○ Functional specifications ○ Detailed System Integration Process Flow ○ Data Flow ○ Application Configuration ○ Process or Operational Considerations ○ Technical design ○ Wireframes including UI/UX Design ○ Role-based permissions 	\$39,984

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	ICC Build, Test, Deploy:	
	Support	\$18,306
Governance (Authorization/ReAuthorization + Phase Gate)		\$198,505
	Governance Requirements & Architecture:	
	Governance-Requirements and Arch workshop	\$19,711
	Business requirements / Use Cases	\$12,336
	Detailed Functional Requirements	\$8,336
	Detailed Non-Functional Requirements	\$4,000
	Requirement Traceability Matrix	\$16,828
	Governance Solution Blueprint	\$12,336
	Governance Design:	
	Design Workshops	\$47,579
	Integration and Data Migration plan	\$18,500
	Configuration Management plan	\$17,067
	Application Design Document <ul style="list-style-type: none"> ○ Functional specifications ○ Detailed System Integration Process Flow ○ Data Flow ○ Application Configuration ○ Process or Operational Considerations ○ Technical design ○ Wireframes including UI/UX Design ○ Role-based permissions 	\$41,813
	Governance Build, Test, Deploy:	
	Support	\$24,360
EPPM (Inc. Misc. Tech & Potential Enhancements)		\$191,438
	EPPM Requirements & Architecture:	
	EPPM Requirements and Arch workshop	\$21,212
	Business requirements / Use Cases	\$10,009
	Detailed Functional Requirements	\$6,040
	Detailed Non-Functional Requirements	\$4,000
	Requirement Traceability Matrix	\$18,329
	EPPM Solution Blueprint	\$27,939
	EPPM Design:	
	Design Workshops	\$47,720
	Integration and Data Migration plan	\$9,101
	Configuration Management plan	\$9,080
	Application Design Document	\$38,008

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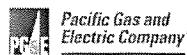
	EPPM Build, Test, Deploy:	
	Support	\$14,414
OCM	Organizational Change Management:	\$936,304
	Organization Impact Analysis	\$70,223
	Develop Change Management Plan	\$93,630
	• Change Complexity Assessment	\$46,815
	Stakeholder Impact Assessment	\$70,223
	Execution on Change Management Plan	\$655,413
	Monthly fee	
	• Organization Impact Analysis (Bi-weekly)	
	• Manage stakeholder feedback	
	• Communicate With and Engage Stakeholders	
	• Update Change Management plan, as needed	\$109, 236 per months, for 6 months
	Total of Payments	\$2,071,852

8.2 DELIVERABLES TIMELINE

Deliverable are anticipated to be delivered as follows:

Work Streams	2018						2019
	Jul	Aug	Sep	Oct	Nov	Dec	
Project Initiation							
	• Establish Schedule for Project workshops to be held in P/A Phase						
	• Signed NDAs						
Enterprise Requirements and Architecture							
	• Requirements & Arch						
	• Business Impact Analysis						
	• Business Process Design						
	• High Level Architecture						
	• Logical Data Model						
	• Solution Blueprint						

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Work Streams	Jul	2018					2019
		Aug	Sep	Oct	Nov	Dec	
Governance (Authorization/ReAuthorization + Phase Gate)							

Rqmts & Arch
 • Business requirements / Use Cases
 • Detailed Functional Requirements
 • Detailed Non Functional Requirements
 • Requirement Traceability Matrix
 • Governance Solution Blueprint

Design
 • Design Workshops
 • Integration and Data Migration plan
 • Configuration Management plan
 • Application Design Document

Build & Test
 • Support

Work Streams	Jul	2018					2019
		Aug	Sep	Oct	Nov	Dec	
Governance (Authorization/ReAuthorization + Phase Gate)							

Rqmts & Arch
 • Business requirements / Use Cases
 • Detailed Functional Requirements
 • Detailed Non Functional Requirements
 • Requirement Traceability Matrix
 • Governance Solution Blueprint

Design
 • Design Workshops
 • Integration and Data Migration plan
 • Configuration Management plan
 • Application Design Document

Build & Test
 • Support

Work Streams	Jul	2018					2019
		Aug	Sep	Oct	Nov	Dec	
EPPM (inc. Misc. Tech & Potential Enhancements)							

Rqmts & Arch
 • Business requirements / Use Cases
 • Detailed Functional Requirements
 • Detailed Non Functional Requirements
 • Requirement Traceability Matrix
 • EPPM Solution Blueprint

Design
 • Design Workshops
 • Integration and Data Migration plan
 • Configuration Management plan
 • Application Design Document

Build & Test
 • Support

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Work Streams	2018					
	Jul	Aug	Sep	Oct	Nov	Dec
OCM	<ul style="list-style-type: none"> • Develop Change Engagement Plan • Change Complexity Assessment • Stakeholder Impact Assessment 	<ul style="list-style-type: none"> • Update Change Engagement Plan • Update Complexity Assessment • Update Stakeholder Impact Assessment 	<ul style="list-style-type: none"> • Update Change Engagement Plan • Update Complexity Assessment • Update Stakeholder Impact Assessment 	<ul style="list-style-type: none"> • Update Change Engagement Plan • Update Complexity Assessment • Update Stakeholder Impact Assessment 	<ul style="list-style-type: none"> • Update Change Engagement Plan • Update Complexity Assessment • Update Stakeholder Impact Assessment 	<ul style="list-style-type: none"> • Update Change Engagement Plan • Update Complexity Assessment • Update Stakeholder Impact Assessment

9.0 MISCELLANEOUS

9.1 WORK POLICY: OFFICE SPACE AND FACILITIES

PG&E will grant permission to KPMG for accessing PG&E's premises during normal business hours. However, if access is required beyond normal business hours, PG&E will also grant explicit authorization for such access. PG&E will provide the necessary onsite space and support facilities, if required, to KPMG personnel at no cost to KPMG. This includes:

- Sufficient air-conditioned office space with desks and chairs to accommodate the KPMG consultants.
- Conference facilities as required for meetings and working sessions.
- Fax and photocopying facilities.
- Office stationery and consumables.

PG&E will provide the proper safety and security for each KPMG consultant and all equipment and material relating to the assignment while on PG&E premises.

KPMG agrees to adhere to and follow PG&E Safety and Security policies while on PG&E premises and/or engaged with PG&E Personnel.

9.2 COMPUTER AND RELATED RESOURCES

PG&E will provide the following computer and related resources for the KPMG consultants associated with the project at their location:

- Logon credentials with privileges to access the relevant system software and development tools required for the project.

9.3 METHODOLOGY, TOOLS, AND TECHNIQUES

The project will follow PG&E's published IT Methodology for overall project delivery, including use of approved project templates.

KPMG will leverage leading practices in the development and execution of the business process / requirements / design workshops.

PG&E standards, tools, and techniques will be used for developing the proposed software.

9.4 CONTRACTOR SAFETY POLICY

KPMG agrees to adhere to and follow PG&E Safety and Security policies.

10.0 STAKEHOLDER ROLES AND RESPONSIBILITIES

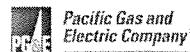
The roles and responsibilities of KPMG project team are listed in the table below:

KPMG Role	Responsibilities related to the Project
KPMG PMO Support	<ul style="list-style-type: none"> ▪ 0.25 FTE to support on-going PMO activities and deliverables: master project schedule, status report, risks/issues, etc. ▪ Lead Plan/Analyze workshops to develop requirements and architecture documents ▪ Align solution to EPM standards
KPMG OCM Lead and consultants	<ul style="list-style-type: none"> ▪ Create Change Strategy ▪ Develop Change Plan ▪ Communicate with and engagement stakeholders to build awareness and understanding ▪ Manage stakeholder feedback ▪ Validate that solution is fit for use through management of stakeholder impacts Build and sustain leadership commitment so that EPM Tools remain top of mind and high priority ▪ Assess readiness to confirm that all critical objectives have been met
KPMG Technical lead and consultants	<p>Complete the following tasks and deliverables required during the Plan/Analyze phase:</p> <ul style="list-style-type: none"> ▪ Enterprise-level requirements and architecture ▪ Review LOB artifacts ▪ Plan and facilitate enterprise architecture sessions (2 weeks) ▪ Document system and process architecture ▪ Document preliminary phase scope ▪ Phase-specific Plan/Analyze ▪ Validate phase scope ▪ Plan and facilitate requirements & process design ▪ Update phase level requirements & architecture / validate enterprise architecture <p>Complete the following tasks and deliverables required during the Design phase:</p> <ul style="list-style-type: none"> ▪ Lead design workshops ▪ Identify design deliverables ▪ Coordinate with LOBs on design related items ▪ Coordinate with PG&E Build team to develop design deliverables ▪ Remain in an advisory role to support the PG&E team during the Build, Test and Deploy stages (20 hrs. per week)

The roles and responsibilities of PG&E stakeholders for this project are listed in the table below:

Role	Responsibilities Related to the project
PG&E PMO	<ul style="list-style-type: none"> ❑ Coordination of all Project Workstreams including meeting preparation, coordination and facilitation for: requirements, architecture, design and prototype workshops ❑ Develop Project Management schedule ❑ Prepare and conduct executive-level and stakeholder project Kick-off meetings ❑ Develop and maintain detailed resource-loaded MS Project schedule ❑ Bi-weekly progress reporting ❑ Risk Management ❑ Project Change Control ❑ Act as the primary contact to the KPMG Project Manager and coordinate all activities for the project ❑ Select and provide qualified PG&E team members for the duration of implementation ❑ Replies to requests from KPMG are made within a timely period ❑ Escalation path support
PG&E Quality Advocate (and Program Owner)	<ul style="list-style-type: none"> ▪ Validate that deliverables conform to project scope and quality ▪ Continuous quality monitoring and independent assessment of configured solution vs. user requirement ▪ Provide guidance on alignment between design intent and configured solution
PG&E Build/Test/Deploy teams	<ul style="list-style-type: none"> ▪ Lead Prototyping Workshops ▪ Configure systems for ICC, Governance, and EPPM per design document ▪ Update Test Plans as needed ▪ Develop Test Scripts ▪ Work with PMO to plan deployment of functionality, timing of Prototyping Workshops ▪ Complete all testing related activities ▪ Lead UAT ▪ Clean and migrate data to new systems ▪ Perform Cutover ▪ Operate and maintain systems

SOW – <Name of the Project>

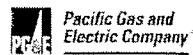


LOB representatives	<ul style="list-style-type: none"> ▪ Participate and provide input in requirements & architecture and design workshops ▪ Agree on enterprise solution ▪ Provide LOB specific requirements and specification input for design team ▪ Provide feedback on design ▪ Provide feedback on prototypes during prototyping workshop
Business Lead	<ul style="list-style-type: none"> ▪ Act as representative for each respective LOB participating on this project ▪ Address action items assigned to PG&E LOBs that may affect the project schedule in a timely manner. ▪ Coordinate with other work teams in their respective LOBs so the project team is aware of other activities and dependencies
Steering Committee	<ul style="list-style-type: none"> ▪ The Steering Committee shall serve as the tactical guidance and decision-making body for EPM Tools for issues that cannot be resolved by the LOB representatives and the project team. ▪ Review and provide approval of all deliverables, including PG&E deliverables, and other recommendations produced by the EPM Tools project
IT Stakeholders	<ul style="list-style-type: none"> ▪ Support development activities ▪ Support data migration to/from SAP ▪ Software installations in a test or development environment, as required
Subject Matter Experts	<ul style="list-style-type: none"> ▪ Clarify specific processes and/or requirements. ▪ Clarify issues in the source data ▪ Review prototypes ▪ Clarify business requirements ▪ Provide timely feedback to project team
UAT Team	<ul style="list-style-type: none"> ▪ Finalize the acceptance criteria ▪ Perform UAT ▪ Provide feedback and acceptance

11.0 RISKS AND ISSUES

Risks	<p>Project Planning, Coordination, and Management</p> <ul style="list-style-type: none"> - Availability of PG&E resources in a timely fashion for the development and roll-out of the solution during the Build, Test, and Deploy stages. - Availability of PG&E stakeholder to participate in Project meetings and workshops. - PG&E PMO recognition of other PG&E business activities and consequent timely planning and notification of PG&E personnel - Master Project Schedule may not capture the right activities, dependencies and durations - Availability of accurate and complete information and data for review in the course of the project - Accuracy of schedule inputs and dependencies from project team and stakeholders - Electric LOB developing solution for ICC, Auth/ReAuth, Phase Gate Approval, and EPPM that is not aligned to the EPM Standards; therefore, impacting outcomes of the enterprise solution and this project. <p>OCM & Training</p> <ul style="list-style-type: none"> - Resistance to change is a significant risk area for the Project. As with any tool implementation, a certain level of resistance is expected as stakeholders gain knowledge and skills to adopt the new solution. EPM Tools has the added complexity of overcoming existing perceptions relating to the SAP PS integration (SPSI). - Coordinating tool and procedure training efforts as well as implementing EPPM potentially could be difficult without adequate sponsorship. - LOBs may be experiencing “change fatigue” and may not be able to accommodate additional change due to other initiatives being rolled-out at the same time. - Training content not sufficient or delivered in time to realize benefits. <p>Technical</p> <ul style="list-style-type: none"> - Availability of PG&E resources in a timely fashion for the development and roll-out of the solution during the Build, Test, and Deploy phases to complete by 2018 - Clear understanding of various environments and their usage during prototyping, testing, and cutover. Downtimes or blackout periods could be significantly impactful to project schedule. - No November release. - Sufficient preparation and facilitation of Prototyping Workshops to provide users with accurate testing and to gather accurate feedback for solution enhancements. - Consensus on process automation across LOBs may be difficult, as each LOB has varying levels of standardized process and/or tool adoption. Consensus on what the process should look like before it is digitalized may be time consuming and difficult to obtain because LOBs are at different levels of maturity.
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SOW – <Name of the Project>



- Designing or “over-designing” the solution to account for all scenarios may lead to inefficiency during the tool implementation due to unnecessary keystrokes and a highly complex solution that cannot adapt to changes. Complex technology or integration design could potentially inhibit future improvement or flexibility.
- When a tool is centralized for enterprise-level needs, it may limit its ability to address LOB specific needs.
- EPM Procedures across different LOBs vary to such an extent that leveraging the initial prototypes for rollout to subsequent LOBs will not be successful

12.0 GUIDING PRINCIPLES

Assumptions

12.1 TECHNICAL ASSUMPTIONS

- ☒ PG&E will work to the dates in the EPM Tools project schedule, to be developed and agreed upon between the KPMG and EPM Tools Sponsor within 1 week of Project start, or per the dates provided in this CWA.
- ☒ The assumed start date for the EPM Tools Project is 07/23/2018. Any delay to the start date will impact the planned completion date by the duration of the delay.
- ☒ In-scope LOBs are limited to the following:
 - Gas Distribution – To be Confirmed during Initiation Phase
 - Gas Transmission
 - Electric Transmission
 - Electric Distribution
 - Power Generation
 - IT
- ☒ Maximum of six (6) LOB representatives per design session
- ☒ PG&E to lead prototyping workshops and provide own reporting tool for the purpose of prototyping.
- ☒ Design modifications during prototyping will be limited to essential changes in order to control scope creep during critical windows.
- ☒ The PG&E configuration team will be responsible for updating all changes to the technical documentation after the initial ADD is approved.
- ☒ Configuration should be complete per design at least one day (24 hrs) prior to the planned Prototyping Workshop as outlined in project schedule. PG&E shall allocate time to prepare the environment for testing during the Prototyping Workshops.

12.2 TESTING ASSUMPTIONS

- ☒ PG&E will be responsible for all testing related activities and deliverables. KPMG will advise PG&E on testing from both a Solution and OCM perspective.

12.3 TRAINING ASSUMPTIONS

- ☒ PG&E will be responsible for all training related activities and deliverables. KPMG will advise PG&E on Training from both a Solution and OCM perspective.

12.4 OCM ASSUMPTIONS

- ☒ KPMG will be responsible for distributing all communication via current channels of distribution lists, employee lists, etc. PG&E shall be responsible for providing KPMG access to current email addresses and communication channels.

12.5 GENERAL ASSUMPTIONS

- ☒ In-scope LOBs will be ready from a process, procedure, leadership support, and user acceptance perspective to implement the EPM Tools project
- ☒ EPPM standards and processes have been developed and ready for LOB specific procedure development. Our scope related to this area has been updated to reflect the progress made by PG&E.
- ☒ The Project team will have access to accurate, complete, and timely information and data, paper or electronic as necessary or as available.
- Primary location for this project will be PG&E's offices in San Francisco; and on an as-needed basis in other PG&E San Francisco Bay Area locations. PG&E will provide a dedicated project room at the San Francisco location of sufficient size for a full-time team of eight to occupy on a full-time basis for the duration of the project.
- ☒ KPMG and PG&E will work together to identify and schedule all stakeholder interviews, workshops, and working sessions.
- ☒ PG&E will provide security badge access, individual work space, internet connections, printer access, and phone access for KPMG staff for the duration of the project. KPMG will coordinate with PG&E for conference room space and may need to provide conference room space within its San Francisco facilities.
- ☒ Travel for resources, wherever possible, will occur during standard work days and times.
- ☒ KPMG may not serve in a Management role or make any Management decisions or judgements on behalf of the client. For these purposes, Management is defined as hiring, firing or disciplining and management decisions are defined as hiring, firing or disciplining decisions or acting as an agent of PG&E. KPMG is expected to perform the typical duties of project management including giving day-to-day direction to those resources assigned to support the project.
- KPMG's engagement activities are not intended to be an audit, examination, attestation, special report or agreed-upon procedures engagement as those services are defined in AICPA literature applicable to such engagements conducted by independent auditors. Accordingly, these services will not result in the issuance of a written communication to third parties by KPMG directly reporting on financial data or internal control or expressing a conclusion or any other form of assurance.

13.0 ADDITIONAL TERMS APPLICABLE TO THIS CWA

The following amendments to the MSA apply solely for purposes of this CWA:

- The following is hereby added as the penultimate sentence of Section 16.0 of Attachment 2 – General Conditions to the MSA:

"For the avoidance of doubt, the methodologies, processes, techniques, ideas, concepts, and trade secrets that KPMG uses and develops in providing the Work (including any improvement thereto) are deemed to be Consultant Knowledge and may be used by PG&E in accordance in accordance with worldwide, perpetual, royalty-free license granted in Section 18.0 of Attachment 2 – General Conditions to the MSA."

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